FORM D



Series A Convertible Preferred Stock

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number:	3235-0076
Expires:	May 31, 2005
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Filing Under (Check box(es) that apply): Rule 504 Rule 505 **R**ule 506 Section 4(6) Type of Filing: New Filing Amendment A, BASIC IDENTIFICATION DATA Enter the information requested about the issuer Verilaw Technologies, Inc. Address of Executive Offices Teleph (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 (610)68Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telepi (if different from Executive Offices) Brief Description of Business Electronic and internet-based filing system Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: Actual Estimated 0 5 9 9 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: **✗** Promoter ■ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Amdur, Brett Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ★ Director General and/or Managing Partner Full Name (Last name first, if individual) LaMotta, Jake Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Executive Officer X Director Promoter ■ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Helfrich, Joseph Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Drury, Thomas Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Amdur, Larry Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Slattery, Frank Business or Residence Address (Number and Street, City, State, Zip Code) 400 East Lancaster Avenue, Suite 300, Wayne, PA 19087 Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Managing Partner Full Name (Last name first, if individual) BaseCamp Ventures II LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1000 Briggs Road, Mount Laurel, NJ 08054

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		* *		В.	. INFORMA	ATION ABO	OUT OFFER	UNG		·		
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No 🗶		
Answer also in Appendix, Column 2. if filing under ULOE.										••••	•	
What is the minimum investment that will be accepted from any individual?									s <u>N</u>	/A		
3. Does the	e offering	permit jo	int owners	hip of a si	ngle unit?						Yes	No
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. It more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer only.									any ng. ate			
Full Name	(Last name	e first, if in	dividual)				yona sakiska muu kani	suecesentopigedi:	hi distributa di sociali di			Partner Contest to Contest to Contest
Business or	r Residenc	e Address	(Number a	nd Street. (City, State.	Zip Code)						
Name of A	ssociated	Broker or	Dealer				GEOMASSE NAL	GJERNANI.				
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(Checl	k "All Stat	es" or chec	k individua	al States)						·····	🗐 ⁄	All States
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Business o	r Residenc	e Address	(Number a	and Street,	City, State	, Zip Code	generalisa) Siera wy tro					
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OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	S
	Equity	\$ 1,000,000	§ 750,000
2.	Convertible Securities (including warrants) Partnership Interests. Other (Specify Total Answer also in Appendix, Column 3. if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate	\$	\$ \frac{3.750,000}{5}\$
	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."	Number	Aggregate Dollar Amount
	. A 324. 3 T 4.	Investors	of Purchases
	Accredited Investors	The state of the s	§ 750,000
	Non-accredited Investors	J. S M. PALETT	7 20 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	Total (for filings under Rule 504 only)		<u> </u>
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
	Town of Official	Type of	Dollar Amount
	Type of Offering Rule 505	Security	Sold
	Regulation A		
	Rule 504		3
	Total		
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		- 3-te contemporary conductive conductive
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	_	S
	Legal Fees	_	\$ 35,000
	Accounting Fees	_	S
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	Single Control of the
	Total	_	S 35,000

	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF PRO	OCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Par and total expenses furnished in response to Part CQuestion 4.a. This difference is the proceeds to the issuer."	e "adjusted gross		_S 965,00	0
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or propose each of the purposes shown. If the amount for any purpose is not known, furnish a check the box to the left of the estimate. The total of the payments listed must equal the proceeds to the issuer set forth in response to Part CQuestion 4.b above.	an estimate and			
			Payments to Officers. Directors, & Affiliates	-	nents to
	Salaries and fees	[] \$	S	
	Purchase of real estate] \$	\$	17 444
	Purchase, rental or leasing and installation of machinery and equipment		-] \$		
	Construction or leasing of plant buildings and facilities] \$ <u></u>	s	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)] \$ <u></u>		
	Repayment of indebtedness		Tsa dina di an		
	Working capital	г	٦ς	№ \$ 965	,000
	Other (specify):] S	s	
	Column Totals		-	_	
	Total Payments Listed (column totals added)		⋉ \$ <u>96</u>	5,000	-
	D. FEDERAL SIGNATURE	2			
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized permature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Extensional Extension furnished by the issuer to any non-accredited investor pursuant to paragr	xchange Commissi	on, upon written	e 505, the request of	following its staff,
SSI	uer (Print or Type) Signature	D	ate		
V	erilaw Technologies, Inc.	A	ugust 9, 2002		
	ume of Signer (Print or Type) Title of Signer (Print or Type)	-	. 		<u> </u>
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- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)